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MAY 21 '97 12:23 FR PROSKAUER ROSE 2

561 241 8153 TO 0010#19049224000 P.19/36

5/20/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

9:32

((H97000008262 2))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: PROSKAUER ROSE GOETZ & MENDELSON
CONTACT: KATHY RASLER
PHONE: (561)995-4751

ACCT#: 074673001063

FAX #: (561)241-7145

NAME: 3363 SEDGWICK MORTGAGE LC
AUDIT NUMBER.....H97000008262
DOC TYPE.....FOREIGN LIMITED LIABILITY COMPANY
CERT. OF STATUS..0 PAGES..... 3
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$192.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

5/20/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC PROCESSING MENU

9:32

--KEY--

1. ENTER PASSWORD
2. REQUEST COR ELECTRONIC FILING
3. REQUEST COR ELECTRONIC CERTIFICATE
4. ALTER DEFAULTS FOR THIS SESSION
5. RESTORE ORIGINAL DEFAULTS
6. COR ELECTRONIC FILING INQUIRY MENU
7. UCC ELECTRONIC FILING MENU
8. PARTNERSHIP ELECTRONIC FILING MENU
9. RETURN TO MAIN MENU

PASSWORD/NEWPASSWORD
DOCUMENT TYPE
CORPORATE DOCUMENT NUMBER
*** NO KEY ***
*** NO KEY ***
*** NO KEY ***
*** NO KEY ***
*** NO KEY ***
*** NO KEY ***

--- CURRENT DEFAULTS ---

ACCOUNT NAME: 074673001063

AVAILABLE BALANCE: \$10338.0

SUB-ACCOUNT:

FAX NUMBER: (561)241-7145

METHOD OF DELIVERY: F

MAIL NAME: PROSKAUER ROSE GOETZ & MENDELSON

MAIL-ADDR1: 2255 GLADES ROAD

MAIL ADDR2: ONE BOCA PLACE STE 340 W

CITY: BOCA RATON

ST: FL

ZIP: 33431-0000 COUNTRY: US

ENTER SELECTION NUMBER, 1 THRU 9, A BLANK AND THE KEY (IF REQUIRED).

C. TAX _____
FILING _____
R. AMT _____
C. CHG _____
TOTAL _____
REFUND _____

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 21, 1997

GEORGE A. PINCUS, ESQ.
PROSKAUER ROSE ET AL
2255 GLADES RD., STE 340W
BOCA RATON, FL 33431

SUBJECT: 3363 SEDGWICK MORTGAGE LC
REF: W97000011871

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6913.

Diane Cushing
Corporate Specialist

FAX Aud. #: H97000008262
Letter Number: 197A00027407

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. 3363 SEDGWICK MORTGAGE L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please Note: L.L.C. is not an acceptable suffix in Florida.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. 12/3/96
(Date of Organization)
5. October 31, 2046
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. c/o Sherry & Sons, Inc.
11 Balint Drive
Yonkers, New York 10710
(Street address of principal office)
8. List and indicate in title space provided the name, title, and business address of each managing member[MGRM] or manager[MGR]. It is not necessary to list members.
(attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

MICHAEL SHERRYMGRM11 Balint DriveYonkers, New York 10710

George A. Pincus, Esq.

Florida Bar 0771643

Proskauer Rose, et al.

2255 Glades Rd., Suite 340W

Boca Raton, FL 33431

(561) 995-4781

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Filing Fee: \$ 52.50 for Application

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: 3363 SEDGWICK MORTGAGE, LC

2. The name and address of the registered agent and office is:

CF CORPORATION SYSTEM
(Name)
1200 South Pine Island Road
(P.O. Box or Mail Drop Box NOT acceptable)
Plantation, FL 33324
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)
PETER F. SOUZA
ASSISTANT SECRETARY

5/16/97
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____

_____ 3363 SEDGWICK MORTGAGE, LLC _____ deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ n/a . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ n/a . This total includes amounts from 2 and 3 above.
1,000.00



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

97 MAY 21 PM 3:47

SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Filing Fee: \$ 52.50 for Affidavit

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "3363 SEDGWICK MORTGAGE LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF FEBRUARY, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

RECEIVED
OFFICE OF THE SECRETARY OF STATE
MAY 21 1997



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2690053 8300

971035377

AUTHENTICATION:

DATE:

8313213

02-03-97